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Trow & Dobbins, P.A.

ATTORNEYS FOR PEOPLE AND BUSINESSES

CHESTER J. TROW, RETIRED

THOMAS J. DOBBINS, ESQUIRE

Via Federal Express

January 7, 2022

Division of Corporations
ATTN: Amendment Section
c/o Yasemin Y. Sulker, Regulatory Specialist III
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: The Emilio Rivera Foundation, Inc.

Document No.: N19000011980 Letter Number: 721A00028454

Dear Ms. Sulker:

Our office is in receipt of your letter dated November 23, 2021 in regards to the above-referenced matter. As such, enclosed please find the Amended Articles of Incorporation of The Emilio Rivera Foundation, Inc., a Florida nonprofit corporation, which have been revised to reflect and include the date of adoption of the amendment. Also enclosed for your reference, please find a copy of your letter (referenced above) regarding the same. Please process accordingly.

Thank you for your attention in this matter. Please contact our office at 352-369-8830 with any questions.

-./// A. - . .

For Trow & Dobbins, P.A.

TJD/sr

Enclosures: Copy of Letter #721A00028454

Amended Articles of Incorporation (revised)

January 5, 2022

TROW & DOBBINS, PA 1301 NE 14TH STREET OCALA, FL 34470-4641

SUBJECT: THE EMILIO RIVERA FOUNDATION INC.

Ref. Number: N19000011980

We have received your document for THE EMILIO RIVERA FOUNDATION INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If there are <u>MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are <u>NO MEMBERS OR MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Yasemin Y Sulker Regulatory Specialist III

www.sunbiz.org

Letter Number: 721A00028454

Division of Companytions D.O. DOV 6997 Wellshamme Florida 9991

AMENDED ARTICLES OF INCORPORATION OF THE EMILIO RIVERA FOUNDATION, INC. A FLORIDA NONPROFIT CORPORATION

ARTICLE I - NAME

The name of this corporation is THE EMILIO RIVERA FOUNDATION, INC. The mailing address and the principal office of the corporation is located at 4486 SW 49th Avenue, Ocala, Florida 34474.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE III - PURPOSES

The corporation is organized to engage in any lawful purpose or purpose of for pecuniary profit, nor specifically prohibited to non-profit corporations under the laws of the State of Florida. The corporation may undertake the actions necessary to further this general purpose. The purpose for which the corporation is organized are and shall be exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code. The initial primary purpose for which this corporation is organized is to promote and encourage

to spread PTSD awareness; educating people about PTSD; donate to research in said topic; to give back to the community through sponsorship of children's sports and their education and to offer and provide scholarships for attendees at the Fire Academy.

ARTICLE IV - INCORPORATOR

The name and address of the incorporator of this corporation is Gary Peterson, 4486 SW 49th Avenue, Ocala, Florida 34474.

ARTICLE V - MEMBERSHIP

The members of the corporation shall be the members of the Board of Directors and the Officers of the Company.

ARTICLE VI - LOCATION OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is 4486 SW 49th Avenue, Ocala, Florida 34474. The name of the initial registered agent at such address is Gary Peterson.

ARTICLE VII - INITIAL DIRECTORS

There shall be four (4) directors constituting the initial board of directors. The initial directors are: GARY PETERSON, KENNETH WALKER, EDMUND ALICEA and KYLEE PETERSON. The directors shall be elected at the annual meeting of members held within the month of January each year or unless otherwise noticed by the corporate Secretary.

ARTICLE VIII - INITIAL OFFICERS

There shall be such Officers as the Board of Directors may from time to time determine. The initial Officers are Gary Peterson of 4486 SW 49th Avenue, Ocala, Florida 34474 as President, Kenneth Walker of 6331 Kathleen Drive, Hudson, Florida 34667 as Vice President, Edmund Alicea of 37244 Southview Avenue, Dade City, Florida 33525 as Treasury and Kylee Peterson 4486 SW 49th Avenue, Ocala, Florida 34474 as Secretary. The Directors shall be elected at the annual meeting of Board of Directors at such time and place as noticed by the corporate Secretary for such terms as is provided for in the By-laws.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss of judgment any Director, Officer, employee or agent made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, Officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted

in good faith in the reasonable belief that such action was in or not opposed to, the best interests of the Corporation and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director, Officer, employee, or agent did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

- (b) Any indemnification under Paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director, Officer, employee, or agent seeks indemnification were properly incurred and that such Director, Officer, employee, or agent acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.
- (c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Paragraph (a) above upon a

preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

- (d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.
- (e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, <u>Florida Statutes</u>, or any other provision of law exonerating Officers, Directors, employees, or agents of Florida not for profit corporations from liability.

ARTICLE X - MANAGEMENT OF CORPORATE AFFAIRS

- (a) <u>Board of Directors</u>: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be as set for in the By-Laws of the corporation; provided, however, that such number may be changed by the addition of directors by unanimous action of the directors; provided further that the number of directors shall never be less than one. The board of directors shall consist of such persons as may be chosen from time to time by a majority of the members. Each director shall serve until his successor is named by the board of directors. The Board of Directors shall adopt and may amend the corporate By-Laws.
- (b) <u>Corporate Officers</u>: The board of directors shall elect such officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

ARTICLE XI - DEDICATION OF ASSETS

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely for the purposes of the corporation. No dividends shall be paid and no part of the income or other funds of the corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection herewith.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity or activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Codes of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code.)

ARTICLE XII - CONFLICTS

Any contract or other transaction between the corporation and one or more of its directors, shareholders or employees, in which they are interested, directly or indirectly, or between the corporation and any corporation or association of which one or more of its directors, shareholders, members, officers, or employees, have an interest, directly or indirectly shall be valid for all purposes, notwithstanding the presence and participation of such interested persons at the meeting of the board of the corporation that acts upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board or its shareholders. This Section is intended to expand the ability of the

corporation to conduct business with interested parties and shall not be construed to invalidate any contract of other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of the corporation, no member or private person, corporate or individual or other private interest, shall be entitled to any distribution of its remaining funds an other property and rights and interests in property, rather, the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature, shall be distributed to one or more organizations that are exempt organizations as described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code or to the federal, state, or local government for exclusive public purposes, as shall be designated by the Board of Directors/Trustees.

ARTICLE XIV - BY-LAWS

The initial By-Laws of the corporation shall take effect upon approval by the Board of Directors/Trustees. Thereafter, the By-Laws may be amended or repealed by a majority of the Board of Directors present and entitled to vote at any meeting, provided that notice of such meeting and proposed amendments or repeal of the By-Laws has been sent to qualified electors at least two (2) weeks prior to the meeting. The Directors at such meeting may adopt, reject, or amend any proposed amendments or repeal of the By-Laws.

ARTICLE XV - AMENDMENT

These Amended Articles of Incorporation may be amended at a meeting of the corporation duly called and convened for such purpose, and if approved by a majority of the members present and voting, and if approved by them, the amendment shall be incorporated into and form a part of these Amended Articles of Incorporation upon the filing thereof with the Secretary of State of Florida.

ARTICLE XVI - NON-STOCK CORPORATION

This corporation is organized on a non-stock basis.

The undersigned, being the incorporator of this corporation, for the purposes of forming this nonprofit corporation under the Laws of the State of Florida has executed these Amended Articles of Incorporation on the $\underline{9^{th}}$ day of November 2021.

INCORPORATOR:

Gary Peterson

STATE OF FLORIDA COUNTY OF MARION

The foregoing instrument was acknowledged and executed before me by Gary Peterson, who appeared before me by means of:

`⊈physical presence

□ online notarization

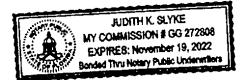
on this 4 day of November 2021. Such person:

VO)

is personally known to me.

produced a current Florida Driver's License as identification.

produced ______ as identification.



Notary Public

State of Florida, at Large My commission expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with <u>Florida Statutes</u> Section 48.091 and 607.304, the following is submitted. THE EMILIO RIVERA FOUNDATION, INC. desiring to organize as a corporation under the laws of the State of Florida has designated Gary Peterson, 4486 SW 49th Avenue, Ocala, Florida 34474, and has named Gary Peterson located at said address as its initial Registered Agent.

Gary Peterson, Incorporator

ADOPTION OF AMENDMENT

There are no members or members entitled to vote on the amendment. The amendment as set forth herein was adopted by the board of directors on the 4th day of November 2021.

GARY PETERSÓŇ, President